

COMPUCOM

Software Limited

IT: 14-15 EPIP, RIICO Industrial Area,
Sitapura, Jaipur -302022 (India)
Tel: 91-141-2770131, 5115901-02
Fax: 91-141-2770335, 5115905
Email: cs@compucom.co.in
CIN: L72200RJ1995PLC009798

No.: CSL/BSE/NSE/CSE/2018-19/

Date: - 14.03.2019

1) The Secretary
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001.
Stock Code: 532339

(BY BSE LISTING CENTRE)

2) The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra (East), Mumbai-400051.
Stock Code: COMPUSOFT

(BY NSE NEAPS)

3) The Manager,
The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata: 700001
Stock Code: 13335

(BY E-MAIL)

Sub: Submission of Voting Result of Postal Ballot along with Scrutinizer's Report

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

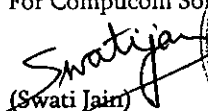
In continuation to our letter dated February 11, 2019 titled "Postal Ballot Notice" and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results of the postal ballot (including voting by electronic means) in respect of the resolutions mentioned in the postal ballot notice dated December 29, 2018 along with consolidated Scrutinizer's Report dated March 14, 2018 on e-voting and voting through physical ballot.

In continuation of the above, please be informed that all the resolutions mentioned in the aforesaid postal ballot notice have been passed with requisite majority.

Further please note that the enclosed information shall also be available on the website of the company: www.compucom.co.in

You are requested to take the above on record and inform all concerned accordingly.

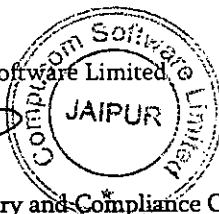
Thanking You,
Yours Sincerely,
For Compucom Software Limited


(Swati Jain)

Company Secretary and Compliance Officer

FCS-8728

Encl: a/a



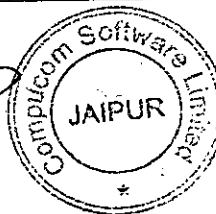
Voting Results

| | |
|---|--|
| Record date | January 25, 2019 |
| Total number of shareholders on record date | 12241 |
| Total No. of Shares | 79125188 |
| Receipt of Postal Ballot Forms/e-voting | From February 11, 2019 at 09:00 Hours IST to March 12, 2019 at 17:00 Hours IST |

Agenda- wise disclosure (to be disclosed separately for each agenda item)

| Resolution required: (Ordinary/ Special) | | | 1. Alteration of Objects Clause of the Memorandum of Association of the Company. (Special Resolution) | | | | | |
|---|-------------------|-------------------------------------|---|--|--|--|---|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. o Votes – in favour (4) | No. of Votes again st (5) | % of Votes in favour on votes polled (6)=[(4)/ (2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 5,67,55,3 79 | 5,64,68,7 98 | 99.50% | 5,64,68,7 98 | 0 | 100% | 0% |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 5,67,55,3 79 | 5,64,68,7 98 | 99.50% | 5,64,68,7 98 | 0 | 100% | 0% |
| Public- Institutions | E-Voting | 10,503 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 10,503 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public- Non Institutions | E-Voting | 2,23,59,3 06 | 29,27,49 7 | 13.09% | 28,84,269 | 43,22 8 | 98.52% | 1.48% |
| | Postal Ballot | | 34,841 | 0.16% | 33,341 | 1,500 | 95.70% | 4.31% |
| | Total | 2,23,59,3 06 | 29,62,33 8 | 13.25% | 29,17,610 | 44,72 8 | 98.49% | 1.51% |
| Total | | 7,91,25,1 88 | 5,94,31,1 36 | 75.11% | 5,93,86,4 08 | 44,72 8 | 99.92% | 0.08% |

Result: Resolution passed with requisite majority.

Swatiya


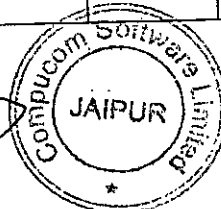
COMPUCOM

Software Limited

IT: 14-15 EPIP, RIICO Industrial Area,
Sitapura, Jaipur -302022 (India)
Tel. 91-141-2770131, 5115901-02
Fax: 91-141-2770335, 5115905
Email: cs@compucom.co.in
CIN: L72200RJ1995PLC009798

| Resolution required: (Ordinary/ Special) | | | 2. Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer INC (Special Resolution) | | | | | |
|--|----------------|---------------------------|--|--|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 5,67,55,379 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 5,67,55,379 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 10,503 | 0 | 0% | 0 | 0 | 0% | 0% |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 10,503 | 0 | 0% | 0 | 0 | 0% | 0% |
| Public-Non Institutions | E-Voting | 2,23,59,306 | 29,27,497 | 13.09% | 28,84,169 | 43,328 | 98.52% | 1.48% |
| | Postal Ballot | | 37,541 | 0.17% | 31,541 | 6,000 | 84.02% | 15.982% |
| | Total | 2,23,59,306 | 29,65,038 | 13.26% | 29,15,710 | 49,328 | 98.34% | 1.66% |
| Total | | 7,91,25,188 | 29,65,038 | 3.75% | 29,15,710 | 49,328 | 98.34% | 1.66% |

Result: Resolution passed with requisite majority.

Santya


MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821(M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Scrutinizer's Report

To,
The Managing Director
Compucom Software Limited
IT:-14-15, EPIP Sitapura
Jaipur - 302022 (Rajasthan)

Dear Sir,

Sub: Scrutinizer's Report on Passing of Resolutions through Postal Ballot

The Board of Directors of COMPUCOM SOFTWARE LIMITED (hereinafter referred to as "the Company") at its meeting held on Saturday, December 29, 2018 has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the postal ballot forms to be received from the Shareholders pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL / Service Provider") as the Service Provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the items of the business stated in the Postal Ballot Notice dated December 29, 2018.
- The Company had set up electronic voting facility on website of the Service Provider, www.evotingindia.com. The Company had uploaded all the items of the business to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote e-voting.
- Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the Notice of Postal Ballot and E-voting dated December 29, 2018 having been sent to all the shareholders on or before February 08, 2019.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions contained in the Postal Ballot Notice was Friday, January 25, 2019. As stated in the Postal Ballot Notice, the Company fixed 17:00 Hours IST on Tuesday, March 12, 2019 as the last date for receipt of Postal Ballot Forms and remote e-voting.



MANOJ MAHESHWARI
COMPANY SECRETARY

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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

- As on the aforesaid cut-off date, there were 12,241 (Twelve Thousand Two Hundred and Forty One) Shareholders of the Company. The Company had sent the Notices of the Postal Ballot along with E-Voting details by email to 9,261 (Nine Thousand Two Hundred and Sixty One) Shareholders whose email IDs were made available by the two Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). In respect of 2,980 (Two Thousand Nine Hundred and Eighty) Shareholders whose email-IDs were not available, notices were sent by Registered Post. In respect of 770 cases where transmission through email had failed, the Company had sent the Notice of Postal Ballot and e-voting details through physical form by Registered Post.

Further, as confirmed by the Company, there were 410 (Four Hundred and Ten) such envelopes containing notice of Postal Ballot which were returned undelivered.

- The Company has completed the dispatch of the notices to the Shareholders by Friday, February 08, 2019
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on Monday, February 11, 2019, in "Financial Express", English newspaper in English language and in "Nafa Nuksaan" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot and e-voting Notice, by means of Registered Post and E-mail to the shareholders along with other related matters mentioned therein.
- The remote e-voting period commenced from Monday, February 11, 2019 at 09:00 Hours IST and concluded on Tuesday, March 12, 2019 at 17:00 Hours IST. The data was scrutinized by me for verification of votes cast in favour and against the resolution. I have downloaded the data of remote e-voting after the e-voting platform was disabled by CDSL on March 12, 2019 at 17:00 Hours IST.
- I have received 26 (Twenty Six) Postal Ballot Forms from the shareholders during the period starting from Monday, February 11, 2019 at 09:00 Hours IST and concluded on Tuesday, March 12, 2019 at 17:00 Hours IST.
- The total number of fully paid up shares of the Company outstanding as on Friday, January 25, 2019 were 7,91,25,188. As on cut-off date, out of 12,241 (Twelve Thousand Two Hundred and Forty One) shareholders, 41 (Forty One) shareholders have exercised their votes through remote e-voting and 26 (Twenty Six) shareholders have exercised their vote through Postal Ballot.

The details of results for the items placed for consideration by the shareholders are given below:



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COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Item No 1: Special Resolution:

Alteration of Objects Clause of the Memorandum of Association of the Company

| | | | |
|---|--|------------------------------|-------------------------|
| Total No. of Shareholders/folios | 12,241 | | |
| Total No. of Shares | 7,91,25,188 | | |
| Receipt of postal Ballot Forms/e-voting | From February 11, 2019 at 09:00 Hours IST to March 12, 2019 at 17:00 Hours IST | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 41 | 5,93,96,295 |
| Total Votes cast through Postal Ballot forms received | B | 26 | 42,442 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 67 | 5,94,38,737 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 4 | 7,601 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 63 | 5,94,31,136 |

NOTES:

- (i) There is one case where a shareholder has voted both through Postal Ballot and through remote e-voting. Accordingly voting through remote e-voting shall prevail and voting done through postal ballot form has been treated as invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of votes in favour or against.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF POSTAL BALLOT

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Promoter and Promoter group | 5,67,55,379 | 5,64,68,798 | 99.50 | 5,64,68,798 | 0 | 100.00 | 0.00 |
| Public institutional holders | 10,503 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Public-Others | 2,23,59,306 | 29,62,338 | 13.25 | 29,17,610 | 44,728 | 98.49 | 1.51 |
| Total | 7,91,25,188 | 5,94,31,136 | 75.11 | 5,93,86,408 | 44,728 | 99.92 | 0.08 |

Percentage of Votes cast in favour: 99.92% | Percentage of votes cast against: 0.08%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.92%; I report that the Special Resolution set out at item no. 1 in the notice of postal ballot dated December 29, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of postal ballot form and remote e-voting i.e. March 12, 2019.



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Item No 2: Special Resolution:

To Approve the Disinvestment of its entire investment in equity shares of its wholly owned Subsidiary, ITneer INC;

| | | | |
|---|--|------------------------------|-------------------------|
| Total No. of Shareholders/folios | 12,241 | | |
| Total No. of Shares | 7,91,25,188 | | |
| Receipt of postal Ballot Forms/e-voting | From February 11, 2019 at 09:00 Hours IST to March 12, 2019 at 17:00 Hours IST | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 41 | 5,93,96,295 |
| Total Votes cast through Postal Ballot forms received | B | 26 | 42,442 |
| Grand Total of remote e-voting/Postal Ballot Form (A+B) | C | 67 | 5,94,38,737 |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated) | D | 12 | 5,64,73,699 |
| Net remote e-voting/Postal Ballot Forms (C-D) | E | 55 | 29,65,038 |

NOTES:

- (i) There is one case where a shareholder has voted both through Postal Ballot and through remote e-voting. Accordingly voting through remote e-voting shall prevail and voting done through postal ballot form has been treated as invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of votes in favour or against.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

SUMMARY OF POSTAL BALLOT

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour (4) | No. of Votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Promoter and Promoter group | 5,67,55,379 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Public institutional holders | 10,503 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 2,23,59,306 | 29,65,038 | 13.26 | 29,15,710 | 49,328 | 98.34 | 1.66 |
| Total | 7,91,25,188 | 29,65,038 | 3.75 | 29,15,710 | 49,328 | 98.34 | 1.66 |

Percentage of Votes cast in favour: **98.34%** Percentage of votes cast against: **1.66%**

RESULT:-

Since, the number of votes cast in favour of the resolution is **98.34%**; I report that the Special Resolution set out at item no. 2 in the notice of postal ballot dated December 29, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of postal ballot form and remote e-voting i.e. March 12, 2019.



MANOJ MAHESHWARI
COMPANY SECRETARY

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I further report that as per the Postal Ballot Notice dated December 29, 2018 and the Board Resolution dated December 29, 2018, the Company Secretary and Compliance Officer of the Company will declare and confirm the above results of voting by postal ballot and E-Voting in respect of the resolutions referred therein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.compucom.co.in and on the website of CDSL within 48 hours of passing of the resolutions and shall also be communicated to the Stock Exchange(s).

The register of postal ballot received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (postal ballot or e-voting both) and whether the shares have differential voting rights; in respect of the Resolutions has been maintained.

I further report that the Company has duly complied with Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended) regarding procedure to be followed for conducting business through postal ballot. I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the service provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Company after the Chairman approves and signs the minutes.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully

CS Manoj Maheshwari



Scrutinizer

FCS: 3355

C.P. No.: 1971



For Compucom Software Limited



Surendra Kumar Surana

Managing Director

DIN: 00340866



Date: March 14, 2019

Place: Jaipur